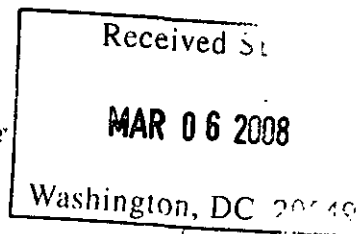


NASDAQ

THE NASDAQ STOCK MARKET
8800 BLACKWELL ROAD
ROCKVILLE, MD 20850



Gary Sundick
Vice President
Listing Qualifications

CERTNAS
001-33902

By Facsimile and First Class Mail

March 5, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporate Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549



PROCESSED

MAR 10 2008

THOMSON
FINANCIAL

Dear Ms. Peters:

This is to certify that on March 5, 2008, The Nasdaq Stock Market (the "Exchange") received from FX Real Estate & Entertainment, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Subscription Rights

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

Gary Sundick

END